

**AVAADA ENERGY PRIVATE LIMITED**

(Formerly known as 'Giriraj Renewables Private Limited')

Demerged Undertaking of Welspun Energy Private Limited

CIN: U80221MH2007PTC336458

Delhi Office:910/19, Suryakiran,
Kasturba Gandhi Marg,
New Delhi - 110 001
T: +91-11-68172100**Registered Office:**406, 4th Floor, Hubtown Solaris,
N. S. Phadke Marg, Andheri (E),
Mumbai - 400069

T: +91-22-6140 8000

E: avaadaenergy@avaada.comwww.avaadaenergy.com

To,

Avaada Ventures Private Limited (Formerly known as Avaada Power Private Limited) Hubtown Solaris, 4th Floor, 406, N. S. Phadke Marg, Andheri (East), Mumbai - 400 069	Mr. Vineet Mittal & Avaada Ventures Private Limited 701, 7 th Floor, Shubham Bldg. Gandhi Gram Road, Mumbai - 400049
DEG - Deutsche Investitions -und Entwicklungsgesellschaft MBH ("DEG") Kammergasse, 22, 50676 Cologne, Germany	Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V. ("FMO") Anna van Saksenlaan 71, 2593 HW The Hague, The Netherlands P.O.Box 93060
Asian Development Bank ("ADB") 6 ADB Avenue, Mandaluyong City 1550, Metro Manila, Philippines	Société De Promotion Et De Participation Pour La Coopération Economique ("Proparco") 151, Rue Saint-Honoré, Paris, 75001, France

NOTICE

SHORTER NOTICE is hereby given that 1/2020-21 Extra Ordinary General Meeting of the members of Avaada Energy Private Limited (formerly known as 'Giriraj Renewables Private Limited') will be held on Monday, October 5, 2020 at 2.30 p.m. at the registered office of the Company situated at Hubtown Solaris, 4th Floor, 406, N. S. Phadke Marg, Near Andheri East West flyover, Andheri (East), Mumbai - 400 069 to transact the following business:

1. Offer and issue of upto such number of Series A compulsorily convertible debentures of Rs. 10 each aggregating upto INR equivalent of USD 40,000,000 to the existing shareholders cum debentureholders of the Company on preferential allotment basis:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:



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“RESOLVED THAT the members of the Company hereby take note of the valuation of equity shares of the Company as per the valuation report dated September 19, 2020 obtained from Bhavna Garg, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/106771040 (**“Valuation Report”**), pursuant to the provisions of the Companies Act, 2013 and rules issued thereunder and the applicable pricing guidelines prescribed by the Reserve Bank of India.

RESOLVED FURTHER THAT pursuant to provisions of Sections 23 and 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules, regulations and notifications made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot up to such number of Series A Compulsorily Convertible Debentures (**“CCDs”**) of Rs. 10/- (Rupees Ten Only) each aggregating upto INR equivalent of USD 40,000,000 (Forty Millions Dollar) determined in accordance with the Valuation Report, for subscription amount (through normal banking channels) at par to existing shareholders cum debentureholders of the Company on preferential allotment basis by way of private placement as under:

Sr. No.	Name of the shareholders	Upto such number of CCDs of Rs. 10/- each aggregating upto and not exceeding the INR equivalent of USD
1	DEG - Deutsche Investitions -und Entwicklungsgesellschaft MBH (“DEG”)	USD 10,000,000
2	Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V. (“FMO”)	USD 10,000,000
3	Asian Development Bank (“ADB”)	USD 15,000,000
4	Société De Promotion Et De Participation Pour La Coopération Economique (“Proparco”)	USD 5,000,000
	Total	USD 40,000,000



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The terms of the CCDs shall be as per the Amendment Agreement to the Subscription Agreement dated December 20, 2018 executed amongst the Company, Avaada Ventures Private Limited ("AVPL"), Mr. Vineet Mittal and DEG and FMO as of September 28, 2020; Amendment Agreement to the Subscription Agreement dated March 19, 2019 executed amongst the Company, AVPL, Mr. Vineet Mittal and ADB as of September 28, 2020 and Amendment Agreement to the Subscription Agreement dated October 14, 2019 executed amongst the Company, AVPL, Mr. Vineet Mittal and Proparco as of September 28, 2020 (collectively "**Amendments to Subscription Agreements**") and as set out in the private placement offer cum application letters ("**Offer Letters**") attached herewith for the members' consideration.

RESOLVED FURTHER THAT:

- (i) the offer, issue and allotment upto such number of CCDs each aggregating upto INR equivalent of USD 40,000,000 shall be made by way of the Offer Letter and the Offer Letter shall be valid for a period of 1 (one) month from the date of passing of this resolution, subject to applicable guidelines, notifications, rules and regulations, if any;
- (ii) the aforesaid CCDs shall be issued at Rs. 10/- each (Rupees Ten Only) for subscription amount (through normal banking channels) at par;
- (iii) the relevant date on the basis of which, the minimum price for issue of the equity shares post conversion of the CCDs has been arrived at is March 31, 2020; and
- (iv) other terms and conditions for the issue of CCDs shall be as per the Amendments to Subscription Agreement and as set out under the Offer Letters.

RESOLVED FURTHER THAT pursuant to the proposal to issue the CCDs to existing shareholders cum debentureholders, the approval of the members of the Company be and is hereby accorded to take on record the name and address of DEG, FMO, ADB and Proparco and thereafter, to issue the serially numbered Offer Letter in form PAS-4 addressed to DEG, FMO, ADB and Proparco, the copy of which has been placed before the members of the Company, only after this special



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resolution of the members of the Company has been filed by the Company with the relevant registrar of companies.

RESOLVED FURTHER THAT, subject to acceptance of the Offer Letter by DEG, FMO, ADB and Proparco and remittance of the CCD application money, the Company shall keep a record of the bank accounts from and in which the CCD application money is received from DEG, FMO, ADB and Proparco.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board or its appropriate Committee may consider necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection, including signing and issuance of the Offer Letter and such other papers/ documents as may be necessary in this regard to the relevant entities and to file such forms including Form MGT-14 and Form PAS-3 as may be required, with the relevant registrar of companies and to the Reserve Bank of India and to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedite to give full effect to this resolution, including in relation to updating the relevant statutory registers upon allotment of the CCDs, after affixing the respective digital signature, wherever required.

RESOLVED FURTHER THAT, after conversion of the CCDs into equity shares, the CCDs shall be deemed to have been fully converted and extinguished.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue and allot to the CCD holders such number of equity shares as may be required to be issued in pursuance of the conversion of the CCDs as aforesaid.

RESOLVED FURTHER THAT the Company shall keep the Authorised Equity Share Capital of the Company reserved to the extent of INR equivalent of USD 40,000,000 (Forty Million Dollars) to facilitate issuance of such number of equity



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shares of Rs. 10 each to DEG, FMO, ADB and Proparco at a later date on conversion of CCDs held by DEG, FMO, ADB and Proparco to equity shares in accordance with the terms of issuance of the CCDs to DEG, FMO, ADB and Proparco.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby further authorised (a) to settle any question or difficulty that may arise in regard to the offer, issue and allotment of CCDs including necessary adjustments in respect of fractional entitlements, if any, and shares upon conversion of the CCDs; (b) to take any actions as may be required for the issuance or conversion of the CCDs or the issuance of equity shares post conversion of the CCDs; (c) to issue Debenture certificates and/or share certificates and generally to do all acts, deeds and things and fix terms and conditions to give full effect to this resolution.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to any concerned party."

2. Approval to revise existing terms of 80,96,52,600 Series A Compulsorily Convertible Debentures (CCDs) of the Company held by DEG - Deutsche Investitions - Und Entwicklungsgesellschaft MBH, Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V., Asian Development Bank and Société De Promotion Et De Participation Pour La Coopération Economique:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 48 and 71 of the Companies Act, 2013 and other applicable provisions, if any and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company and Amendment Agreement to the Subscription Agreement dated December 20, 2018 executed amongst the Company, Avaada Ventures Private Limited ("AVPL"), Mr. Vineet Mittal and DEG and FMO as of September 28, 2020; Amendment Agreement to the Subscription Agreement dated March 19, 2019 executed amongst the Company,



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AVPL, Mr. Vineet Mittal and ADB as of September 28, 2020 and Amendment Agreement to the Subscription Agreement dated October 14, 2019 executed amongst the Company, AVPL, Mr. Vineet Mittal and Proparco as of September 28, 2020 (collectively "**Amendments to Subscription Agreements**"), the consent of the members be and is hereby accorded to the revision of terms of the existing Series A Compulsorily Convertible Debentures (CCDs) of Rs.10/- (Rupees Ten Only) each held by each of DEG, FMO, ADB and Proparco as last approved by the members of the Company at the Extra Ordinary General Meeting held on October 25, 2019 in accordance with the draft revised terms of DEG, FMO, ADB and Proparco Series A Compulsorily Convertible Debentures (CCDs) as placed before the meeting for perusal of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board thereon be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may consider necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection and is authorised to take any actions as may be required for effecting necessary changes/endorsements on the Debenture Certificates issued to DEG, FMO, ADB and Proparco, filing required forms with the depository and generally to do all acts, deeds and things to give effect to this resolution."

3. Adoption of new set of Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions, if any (including any statutory modifications or re-enactments thereof for the time being in force) of the Companies Act, 2013 and the rules framed thereunder, the existing Articles of Association of the Company be repealed and substituted by a new set of Articles of Association, as placed before the meeting for



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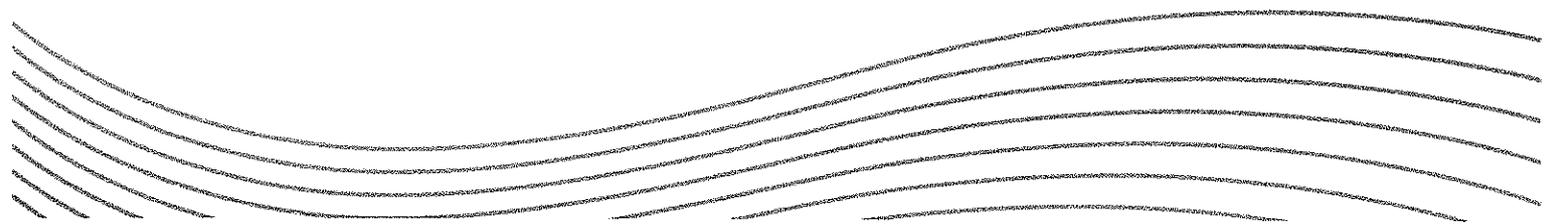
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perusal of the members of the Company and the approval of the members of the Company be and is hereby accordingly accorded.

RESOLVED FURTHER THAT the new set of Articles of Association shall come into effect as on the date of issuance and allotment of the proposed Series A Compulsorily Convertible Debentures to existing shareholders cum debentureholders of the Company viz.- Deutsche Investitions - Und Entwicklungsgesellschaft MBH Nederlandse Financierings- Maatschappij Voor Ontwikkelingslanden N.V. , Asian Development Bank and Société De Promotion Et De Participation Pour La Coopération Economique (collectively "**Shareholders cum Debentureholders**") against receipt of proposed agreed subscription money of INR equivalent of USD 40,000,000 from existing Shareholders cum Debentureholders.

RESOLVED FURTHER THAT, subject to the foregoing, every copy of the Articles of Association of the Company shall be amended and replaced in the manner set out in this resolution so that no former copy of the Articles of Association of the Company be issued by the Company from the date of issuance and allotment of the proposed Series A Compulsorily Convertible Debentures to existing Shareholders cum Debentureholders.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorised to accept such modifications/ alterations as may be suggested by the Ministry of Corporate Affairs/Registrar of Companies and to do all such lawful acts, deeds, matters, and things and prepare and/ or file any and all documents, returns, and/ or forms, including e-form MGT-14, with any statutory authority, including relevant Registrar of Companies, as may be required and to take all such necessary steps and do all such acts as may be required or as are deemed necessary, proper or desirable to give full effect to this resolution including signing such papers, forms etc., after affixing the respective digital signature, wherever required.





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RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to any concerned party."

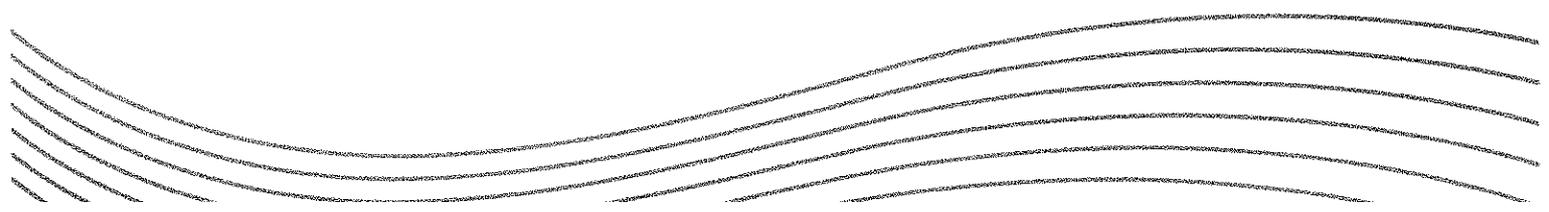
**By Order of the Board
For Avaada Energy Private Limited
(Formerly known as Giriraj Renewables Private Limited)**




Jyoti Mistry
Company Secretary

Date: October 5, 2020

Place: Mumbai





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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF/ ITSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting in accordance with the provisions of section 113 of the Companies Act, 2013.
- The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, with regard to the resolutions mentioned above is enclosed.
- Relevant documents referred to in the proposed resolutions are available for inspection at the office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the extraordinary general meeting.



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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

The Company intends to issue such number of Series A Compulsorily Convertible Debentures ("CCDs") of Rs. 10/- each aggregating to an amount of INR equivalent of USD 40,000,000 to DEG, FMO, ADB and Proparco as under:

Disclosures in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for issue of CCDs of Rs. 10 each on a preferential basis:

(i) The object of the issue:

For the purpose of solely to part finance the cost of those solar and wind renewable energy generation projects as are included in the Business Plan as defined in the Shareholders' Agreement of the Company as amended from time to time.

(ii) The total number of CCDs and equity shares to be issued and the price at which the allotment is proposed:

The Company will issue such number of CCDs of Rs. 10/-per CCDs each aggregating upto INR equivalent of USD 40,000,000 at par to DEG, FMO, ADB and Proparco as under:

Sr. No.	Name of the shareholders	Upto such number of CCDs of Rs. 10/- each aggregating upto and not exceeding the INR equivalent of USD
1	DEG	USD 10,000,000
2	FMO	USD 10,000,000
3	ADB	USD 15,000,000
4	Proparco	USD 5,000,000
	Total	USD 40,000,000



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(iii) Basis on which the price has been arrived (along with report of the registered valuer):

Pricing of the equity shares and CCDs is based on the Valuation Report from Bhavna Garg, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/1067710 and office at 121, Pocket 1, Jasola, New Delhi-110 025 attached herewith.

(iv) Relevant date with reference to which the price has been arrived at:

The relevant date on the basis of which price for issue of CCDs has been arrived at is June 30, 2020.

The pricing of equity shares pursuant to conversion of CCDs would be determined on the basis of terms of CCDs contained in the Amendments to Subscription Agreements.

(v) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to existing shareholders cum debentureholders viz. DEG, FMO, ADB and Proparco.

(vi) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The Promoter Company, AVPL has no intention to subscribe to the said offer.

(vii) Proposed time within which allotment will be completed:

The allotment of the CCDs shall be completed within two days from the date of last receipt of agreed subscription amount towards CCDs from each of DEG, FMO, ADB and Proparco.



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(viii) The names of the proposed allottee and percentage of post preferential offer capital that may be held by them:

100% of the CCDs proposed to be issued are to be held by DEG, FMO, ADB and Proparco

(ix) the change in control, if any, in the Company that would occur consequent to the preferential offer:

After the proposed preferential allotment, no immediate change in control of the Company is intended or expected. Nevertheless, post conversion of CCDs held by the CCD holders, change in control of the Company is possible.

(x) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Not applicable

(xi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable

(xii) Shareholding pattern of the Company before and after the offer:

Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage of share holding	No. of shares held	Percentage of share holding
A	Promoters' holding				
1.	Indian	-	-	-	-
	Individual jointly with Body Corporate	1	-	1	-
	Body Corporate	71,30,09,999	100	71,30,09,999	100
	Sub-total	71,30,10,000	100	71,30,10,000	100
2.	Foreign promoters	-	-	-	-
	Sub-total (A)	71,30,10,000	100	71,30,10,000	100

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B	Non-promoters' holding	-	-	-	-
1.	Institutional Investor	-	-	-	-
2.	Non-institutional Investors	-	-	-	-
	Private Corporate bodies	400	0	400	0
	Directors and relative	-	-	-	-
	Indian public	-	-	-	-
	Others [including Non-resident Indians (NRIs)]	-	-	-	-
	Sub-total (B)	-	-	-	-
	Grand Total	71,30,10,400	100	71,30,10,400	100

(xiii) Expected dilution in equity share capital upon conversion of CCDs:

As per the agreed conversion terms with all the investors and assuming conversion ratio of 1 USD to INR as 1 : 73.5, the shareholding of the promoters shall be diluted to maximum 39.25% in the event of conversion of all CCDs to equity shares at par.

Note: Fully diluted basis means the total number of shares that would be outstanding if all possible sources of conversion are exercised

Disclosures in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:**(a) particulars of the offer including date of passing of Board resolution;**

October 5, 2020

(b) kinds of securities offered and the price at which security is being offered:

Upto INR equivalent of USD 40,000,000 in the form of Compulsory Convertible Debentures ("CCDs") of Rs. 10/- per CCD collectively to DEG, FMO, ADB and Proparco.



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- (c) basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

Pricing of the equity shares and CCDs is based on the Valuation Report from Bhavna Garg, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/1067710 attached herewith.

Whereas, the pricing of equity shares pursuant to conversion of CCDs would be determined on the basis of terms of CCDs contained in the Amendments to Subscription Agreements.

- (d) name and address of valuer who performed valuation;

Bhavna Garg, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/1067710 having office at 121, Pocket 1, Jasola, New Delhi-110 025.

- (e) amount which the company intends to raise by way of such securities;

An aggregate amount totalling upto the INR equivalent of USD 40,000,000 (Forty Million Dollars).

- (f) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities;

Terms and conditions for the issue of CCDs shall be as per the Amendments to Subscription Agreements and as set out under the Private Placement Offer cum Application Letter.

The consent of the members is required for issuing such CCDs to DEG, FMO, ADB and Proparco in terms of the provisions of Sections 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 thereunder and hence your directors submit the resolution for your consideration and recommend it to be passed as a special resolution.



AVAADA ENERGY PRIVATE LIMITED

(Formerly known as 'Girraj Renewables Private Limited')

Demerged Undertaking of Welspun Energy Private Limited

CIN: U80221MH2007PTC336458

Delhi Office:
910/19, Suryakiran,
Kasturba Gandhi Marg,
New Delhi – 110 001
T: +91-11-68172100

Registered Office:
406, 4th Floor, Hubtown Solaris,
N S Phadke Marg, Andheri (E),
Mumbai - 400069
T: +91-22-6140 8000
E: avaadaenergy@avaada.com

www.avaadaenergy.com

No Director or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 2:

It is hereby informed that, pursuant to proposed investment upto INR equivalent of USD 40,000,000 in the form of CCDs of Rs. 10/- per CCD in the Company by DEG, FMO, ADB and Proparco in accordance with Amendments to Subscription Agreements, it is proposed to further revise the terms for existing 17,99,99,900 CCDs of the Company held by each of DEG and FMO, 34,22,97,900 CCDs of the Company held by ADB and 10,73,54,900 CCDs of the Company held by Proparco as last approved by the members of the Company at the Extra Ordinary General Meeting held on October 25, 2019 as per the draft revised terms of DEG, FMO, ADB and Proparco CCDs as placed before the meeting for perusal of the members of the Company.

The consent of the members is required for aforesaid revision in terms of the existing CCDs pursuant to the provisions of Sections 71 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and hence your directors submit the resolution for your consideration and recommend it to be passed as a special resolution.

No Director or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 3:

In view of proposed investment of upto INR equivalent to USD 40 millions in the form of CCDs of Rs. 10/- per CCD in the Company by DEG, FMO, ADB and Proparco on such terms as agreed under Amendments to Subscription Agreements, it is proposed to amend the existing Articles of Association of the Company to incorporate the proposed terms of Amendments to Subscription Agreements. Further, it is proposed that new set of Articles of Association shall come into effect as on the date of issuance and allotment of proposed CCDs to DEG, FMO, ADB and Proparco.



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As various articles in the existing Articles of Association is proposed to be amended, it is considered prudent and desirable to adopt new set of Articles of Association of the Company, in substitution to the existing Articles of Association of the Company.

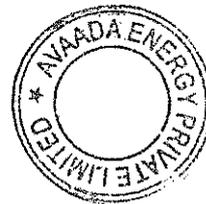
Further pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Hence your directors submit the resolution for your consideration and recommend it to be passed as a special resolution.

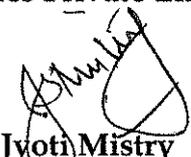
No Director or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

**By Order of the Board
For Avaada Energy Private Limited
(Formerly known as Giriraj Renewables Private Limited)**

Date: October 5, 2020

Place: Mumbai




**Jyoti Mistry
Company Secretary**



AVAADA ENERGY PRIVATE LIMITED

(Formerly known as 'Giriraj Renewables Private Limited')

Demerged Undertaking of Welspun Energy Private Limited

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ATTENDANCE SLIP

*To be handed over at the entrance of the Meeting Hall
1/2020-21 Extra Ordinary General Meeting
Monday, October 5, 2020 at 2.30 p.m.*

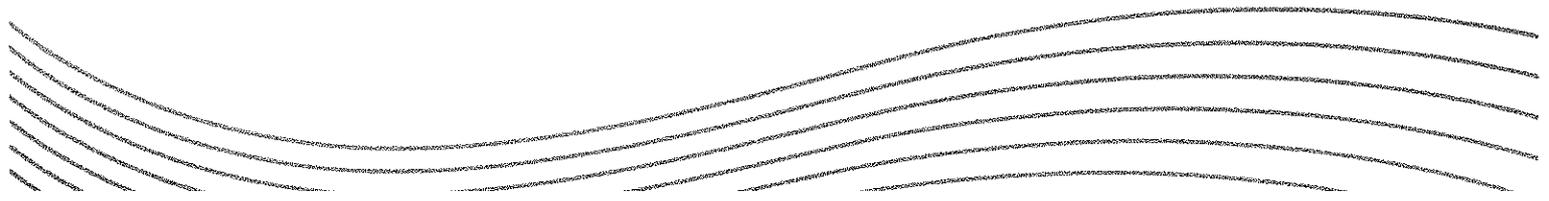
Name of the Member(s)	
Registered address	
E-mail id	
Folio No./DP ID-client ID	
No. of Shares	

I/We certify that I/We am/are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 1/2020-21 Extra Ordinary General meeting of the Company held at Hubtown Solaris, 4th Floor, 406, N S Phadke Marg, Near Andheri East West flyover, Andheri (East), Mumbai - 400 069 on Monday, October 5, 2020 at 2.30 p.m.

Member's/Proxy Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.



**AVAADA ENERGY PRIVATE LIMITED**

(Formerly known as 'Giriraj Renewables Private Limited')

Demerged Undertaking of Welspun Energy Private Limited

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**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Management and Administration Rules, 2014]

CIN	U80221MH2007PTC336458
Name of the Company	Avaada Energy Private Limited (Formerly known as 'Giriraj Renewables Private Limited')
Registered Office	406, 4th Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai - 400069
Name of the member(s)	
Registered Address	
E-mail id	
Folio No./DP ID-client ID	

I/We, being the member(s) of shares of the above named Company,
hereby appoint:

1.	Name	Address	Signature:	or
		failing him		
2.	Name	Address	Signature:	or
		failing him		
3.	Name	Address	Signature:	or
		failing him		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
1/2020-21 Extra Ordinary General meeting of the Company at Hubtown Solaris, 4th Floor,
406, N. S. Phadke Marg, Near Andheri East West flyover, Andheri (East), Mumbai - 400 069
held on Monday, October 5, 2020 at 2.30 p.m. and at any adjournment thereof in respect of
such resolutions as are indicated below:



**AVAADA ENERGY PRIVATE LIMITED**

(Formerly known as 'Giriraj Renewables Private Limited')

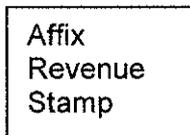
Demerged Undertaking of Welspun Energy Private Limited

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Sr. No. of resolution	Particulars	For	Against
1.	Offer and issue of upto such number of Series A compulsorily convertible debentures of Rs. 10 each aggregating upto INR equivalent of USD 40,000,000 to the existing shareholders cum debentureholders of the Company on preferential allotment basis		
2.	Approval to revise existing terms of 80,96,52,600 Series A Compulsorily Convertible Debentures (CCDs) of the Company held by DEG - Deutsche Investitions - Und Entwicklungsgesellschaft MBH, Nederlandse Financierings- Maatschappij Voor Ontwikkelingslanden N.V., Asian Development Bank and Soci�t� De Promotion Et De Participation Pour La Coop�ration Economique		
3.	Adoption of new set of Articles of Association of the Company		

Signed this day of 2020.

.....
Signature of shareholder.....
Signature of Proxy holder(s)**Notes:**

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



To

The Board of Directors
M/s Avaada Energy Private Limited
406, 4th Floor, Hubtown Solaris
N S Phadke Road, Near Gokhle Flyover
Andheri East Mumbai Maharashtra 400069 IN

**FAIR VALUATION OF EQUITY SHARE OF
M/S AVAADA ENERGY PRIVATE LIMITED**

1. OBJECTIVE

I refer to the engagement letter dated 21st May, 2020 whereby, the Management of M/s Avaada Energy Private Limited (hereinafter referred to as "the Company") has approached me to carry out the fair valuation of equity share of the company as on 30th June, 2020 for "Management Decision Making" which inter alia includes issue of equity shares and compulsory convertible debentures of the company.

This Valuation Report has been prepared solely to comply with the requirement of Section 62 of the Companies Act, 2013 and rules framed thereunder. This report is not to be used for any other purpose or to be distributed to any other parties. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

2. BACKGROUND

COMPANY OVERVIEW - AVAADA ENERGY PRIVATE LIMITED

Avaada Energy Private Limited (formerly known as Giriraj Renewables Private Limited changed w.e.f. 01st January, 2019) is a private Company domiciled in India and incorporated on 29th December, 2007 under the provisions of the Companies Act applicable in India. The Company became subsidiary of Avaada Ventures Private Limited (formerly known as Avaada Power Private Limited) w.e.f. 10th November, 2016. The registered office of the Company is located at 406, 4th Floor, Hubtown Solaris, N S Phadke Road, Andheri East Mumbai Maharashtra 400069.

The Capital Structure of the Company as on 30th June, 2020 stands as under:

A) Authorized Share Capital:

- 10,00,00,00,000 Equity Shares of ₹ 10 each.

B) Issued, Subscribed and Paid-up Share Capital:

- 71,30,10,400 Equity Shares of ₹ 10 each.

The shareholding of the Company as on 30th June, 2020 is as under:

Name of Shareholder	Type of Shares	No. of Shares
Avaada Ventures Private Limited (formerly known as Avaada Power Private Limited)*	Equity Shares	71,30,10,000
Others	Equity Shares	400
Total		71,30,10,400

*Mr. Vineet Mittal jointly holds 1 share along with Avaada Ventures Private Limited



Under the able leadership of Mr. Vineet Mittal, co-founder and Promoter of Welspun Energy Pvt. Ltd. (WEPL), and with active support from investors and banks/financial institutions, WEPL became a significant player in renewable energy with largest operational clean energy portfolio of ` 1.2 GW in India. WEPL was also able to attract equity investments from large global investors like General Electric Capital, Asian Development Bank & DEG of Germany.

WEPL decided to monetize its operational projects and to this end, executed an agreement with Tata Power Renewable Energy Ltd. for transfer of its entire stake in the holding company of clean energy projects in June 2016. WEPL completed the transaction in Sept 2016 after obtaining requisite approvals and permissions from the lenders, investors and relevant government and regulatory authorities.

Post monetization of operational to TPREL and vide National Company Law Tribunal (NCLT) order dated 26th May 2017 the EPC business of WEPL, which had set-up the renewable portfolio of WEPL, along with all the employees and credentials was demerged to Avaada Energy Private Limited (AEPL), a subsidiary of Mr. Vineet Mittal controlled Avaada Ventures Private Limited (formerly known as Avaada Power Private Limited). Mr. Vineet Mittal, through Avaada Group, continue to focus on development of renewable energy projects.

AEPL is acting in following 3 capacities:

- EPC contractor for in-house projects being developed by Avaada Group
- Holding company for SPVs/Subsidiaries developing renewable energy projects
- AEPL owns solar power generating assets in Maharashtra

The Company and SPVs/Subsidiaries is primarily engaged in the business of generation of solar energy and developing and managing infrastructure for solar energy.

SUMMARY OF THE KEY PROJECTS DEVELOPED/BEING DEVELOPED BY SPVS/SUBSIDIARIES ARE AS UNDER:

A. Fermi Solarfarms Private Limited - 108 MWp in Maharashtra

- Fermi Solarfarms Private Limited ("FSPL") was incorporated under the Companies Act, 1956 by the name of NV VOGT Tamil Nadu Solar Six Private Limited on February 28, 2013. The name was changed to NV VOGT Solar Six Private Limited pursuant to the fresh certificate of incorporation dated 01st July, 2015, consequent to the change of name. The name was further changed to Fermi Solar Farms Private Limited (FSPL) pursuant to fresh certificate of incorporation dated 05th December, 2016 consequent to the change of name.
- FSPL has developed 4 sub-projects of 27 MWp each pursuant to the JNNSM Phase II Batch IV Tranche III for setting up of grid connected solar PV projects in Maharashtra on 'build-own-operate' basis. The projects have been set up on Power Purchase Agreement signed with Solar Energy Corporation of India (SECI) at a tariff of ₹ 4.43/Kwh for a period of 25 years. In addition, the projects has availed VGF amounting to ₹ 16.0 Crs for the project. Poly- crystalline silicon technology based solar PV modules has been used for the Project.



B. Avaada Sustainable Energy Private Limited – 41 MWp in Karnataka

- Avaada Sustainable Energy Private Limited (“ASusEPL”) has been incorporated as a private limited company under the Companies Act, 2013, by the name of Welspun Sustainable Energy Private Limited, on 27th January, 2015. The name of the company was changed to ASusEPL pursuant to the Certificate of Incorporation following change of name dated 01st September, 2017. The registered office of ASusEPL is 910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi – 110 001.
- ASusEPL has developed 41 MWp grid connected solar PV project in Karnataka and has signed a Power Purchase Agreement with private corporate customers for a period of 25 years. Poly- crystalline silicon technology based solar PV modules is used in the Project.

C. Avaada Non-Conventional Energy Private Limited – 41 MWp in Karnataka

- Avaada Non-Conventional Energy Private Limited (ANCEPL) has been incorporated as a private limited company under the Companies Act, 2013 as Welspun Wind Energy Private Limited, on 23rd January, 2015. The name of the company was changed to ANCEPL on 19th September, 2017. The registered office of ANCEPL is 910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi – 110 001.
- ANCEPL has developed 41 MWp grid connected solar PV project in Karnataka and has signed a Power Purchase Agreement with private corporate customers for a period of 25 years. Poly- crystalline silicon technology based solar PV modules has been used for the Project.

D. Solarsys Non-Conventional Energy Private Limited – 122 MWp in Karnataka

- Solarsys Non-Conventional Energy Private Limited (“SNCEPL”) has been incorporated as a private limited company under the Companies Act, 1956 as Giant Textiles Private Limited, on 20th November, 2006. The name of the company was changed to Welspun Energy Meghalaya Private Limited on 06th April, 2010 and subsequently to SNCEPL on July 26, 2012. The registered office of SNCEPL is Hubtown Solaris, 4th Floor, 406 N.S. Phadke Marg, Near Andheri East West flyover, Mumbai - 400069.
- ANCEPL has developed 122 MWp grid connected solar PV projects in Karnataka and has signed a Power Purchase Agreement with private corporate customers for a period of 25 years. Poly- crystalline silicon technology based solar PV modules has been used for the Project.

E. Avaada Solar Energy Private Limited – 210 MWp in Karnataka

- Avaada Solar Energy Private Limited (ASEPL) has been incorporated as a private limited company under the Companies Act, 2013 as Welspun Solar Energy Private Limited, on 12th January, 2015. The name of the company was changed to ANCEPL on 21st November, 2017. The registered office of ASEPL is 910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi – 110 001.
- ASEPL has set up 210 MWp grid-connected solar photovoltaic power plants in Pavagada Solar Park. Power Purchase Agreement has been signed with BESCOM, GESCOM and CESCO for a capacity of 70 MWp each, at a tariff of ₹ 2.92/kwh for a period of 25 years for the entire capacity. The Solar plant is based on crystalline PV solar technology with fixed tilt to obtain maximum energy generation.



F. Clean Sustainable Energy Private Limited - 140 MWp in Rajasthan

- Clean Sustainable Energy Private Limited (“CSEPL”) has been incorporated as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 23, 2013. The registered office of CSEPL is in Hubtown Solaris, 4th Floor, 406, N.S. Phadke Marg, Near Andheri East West flyover, Mumbai – 400069 Maharashtra India.
- Under the JNNSM Phase II Batch IV Tranche IX, SECI invited proposals through its RfS, for setting up of grid connected solar PV projects in Bhadla Solar Park on ‘build-own-operate’ basis. CSEPL was awarded and has set up 140 MWp grid-connected solar photovoltaic power plants in Bhadla Solar Park in Rajasthan. Power Purchase Agreement (PPA) has been signed with SECI at tariff of ₹ 2.62/Kwh for a period of 25 years for the entire capacity. The Solar plant is based on crystalline PV solar technology with fixed tilt.

G. Avaada Clean Energy Private Limited - 7 MWp in Uttar Pradesh

- Avaada Clean Energy Private Limited (“ACEPL”) was incorporated as a private limited company under the Companies Act, 2013, by the name of Welspun Clean Energy Private Limited pursuant to a certificate of incorporation dated 12th January, 2015. Consequent to a change in name, the name ACEPL was adopted, pursuant to a fresh certificate of incorporation dated 04th October, 2017. The registered office of ACEPL is at 910/19, Suryakiran, Kasturba Gandhi Marg, New Delhi – 110 001.
- ACEPL has set up 7 MWp solar photovoltaic power plants in Ordnance Factor Kanpur (OFC) in Uttar Pradesh. Power Purchase Agreement has been signed with OFC at a tariff of ₹ 4.18/kwh for a period of 25 years for the entire capacity. The Solar plant is based on crystalline PV solar technology.

H. Avaada Solarise Energy Private Limited – 210 MWp in Karnataka

- Avaada Solarise Energy Private Limited (“ASoEPL”) was incorporated on 05th September, 2018. It is a 100% owned subsidiary of M/s Avaada Energy Private Limited (“AEPL”), incorporated for setting up solar power projects in India. ASoEPL has set up 210 MWp Grid-connected solar photovoltaic power plants in Pavagada Solar Park. Power Purchase Agreement has been signed with Bangalore Electricity Supply Company Limited (BESCOM) at a tariff of ₹ 2.92/unit for a period of 25 years for the entire capacity.
- The Project is located in Pavagada Solar Park, which is a 2000 MW (AC) Solar Park situated at village: Balasamudra, Thirumani, Taluk: Pavagada, Dist: Tumkur Karnataka State. The Solar plant is based on crystalline PV solar technology with fixed.

I. Avaada Non-Conventional UPProject Pvt Ltd – 70 MWp in Uttar Pradesh

- Avaada Non-Conventional UPProject Private Limited was incorporated on 02nd May, 2018. Avaada Non-Conventional UPProject Private Limited is developing a solar power plant of capacity of 70 MWp as a part of competitive bidding process initiated by UPNEDA as per the Uttar Pradesh Solar Power Policy 2017. The Project has been awarded to Avaada Energy Private Ltd. (AEPL) after competitive bidding from UPNEDA.



- The Project is being set up on Power Purchase Agreements signed with Uttar Pradesh Power Corporation Limited (UPPCL) at a tariff of ₹ 3.07/kWh for a period of 25 years. Poly- crystalline silicon technology based solar PV modules is proposed for the Project.

J. Avaada Sunrise Energy Private Limited – 420 MWp in Gujarat

- Avaada Sunrise Energy Private Limited (“ASuEPL”) was incorporated on 20th June, 2018. It is a 100% owned subsidiary of M/s Avaada Energy Private Limited (“AEPL”), incorporated for setting up solar power projects in India. ASuEPL is planning to set up 420 MWp Grid-connected solar photovoltaic power plants in the state of Gujarat. Power Purchase Agreement has been signed with Gujarat Urja Vikas Nigam Ltd (GUVNL) at a tariff of ₹ 2.44/unit for a period of 25 years for the entire capacity.

K. Avaada Sunbeam Energy Private Ltd – Rooftop in Rajasthan and Madhya Pradesh

- Avaada Sunbeam Energy Private Limited (ASbEPL) has been incorporated as a private limited company under the Companies Act, 2013 on 20th March 2018. The registered office of ASbEPL is Hubtown Solaris, 4th Floor, 406, N.S. Phadke Marg, Near Andheri East West flyover, Mumbai – 400069 Maharashtra India. Rajasthan Electronics and Instruments (REIL) had invited bids for implementation of 50 MW grid connected rooftop and small power plants for government buildings in different stations/union territories of India under RESCO Model. The power will be utilized for captive application and surplus power may be injected to the grid.
- ASbEPL has set up 2.4 MWp capacity in the states of Madhya Pradesh and Gujarat. The tenor of the PPA is 25 years and the levelized tariff for the projects is ₹ 3.73/kwh.

L. Avaada Sunce Energy Private Ltd – 490 MWp project in Rajasthan

- Avaada Sunce Energy Private Limited (ASunEPL) has been incorporated as a private limited company under the Companies Act, 2013 on 5th April 2018. The registered office of ASEPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh.
- ASunEPL is implementing 490 MWp grid-connected solar photovoltaic power plants in Rajasthan that shall be connected to Maharashtra using inter-state transmission system. The Power Purchase Agreement has been signed with Maharashtra State Electricity Distribution Company Limited (MSEDCL) at a tariff of ₹ 2.75/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.

M. Avaada Sustainable RJ Project Private Limited - 421 MWp project in Rajasthan

- Avaada Sustainable RJ Project Private Limited (ASRJPPPL) has been incorporated as a private limited company under the Companies Act, 2013 on 20th November, 2019. The registered office of ASRJPPPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- ASRJPPPL is implementing 421 MWp grid-connected solar photovoltaic power plants in Rajasthan that shall be connected to inter-state transmission system. The Power Purchase Agreement has been signed with Solar Energy Corporation of India (SECI) at a tariff of ₹ 2.71/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.



N. Avaada RJHN Private Limited - 335 MWp project in Rajasthan

- Avaada RJHN Private Limited (ARJHNPL) has been incorporated as a private limited company under the Companies Act, 2013 on 26th November, 2019. The registered office of ASRJPPPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- ARJHNPL is implementing 335 MWp grid-connected solar photovoltaic power plants in Rajasthan that shall be connected through inter-state transmission system with state grid in state of Haryana. The Power Purchase Agreement shall be signed with Uttar Haryana Vidyut Bijli Vitran Nigam Limited (UHVBN) at a tariff of ₹ 2.73/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.

O. Avaada Sunrays Energy Private Limited - 448 MWp project in Rajasthan

- Avaada Sunrays Energy Private Limited (ASEPL) has been incorporated as a private limited company under the Companies Act, 2013 on 21st November, 2019. The registered office of ASRJPPPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- ASEPL is implementing 448 MWp grid-connected solar photovoltaic power plants in Rajasthan that shall be connected to inter-state transmission system. The Power Purchase Agreement shall be signed with National Hydroelectric Power Corporation (NHPC) at a tariff of ₹ 2.56/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.

P. Avaada MHSustainable Private Limited - 350 MWp project in Maharashtra

- Avaada MHSustainable Private Limited (AMSPL) has been incorporated as a private limited company under the Companies Act, 2013 on 28th November, 2019. The registered office of ASRJPPPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- AMSPL is implementing 350 MWp grid-connected solar photovoltaic power plants in Maharashtra. The Power Purchase Agreement shall be signed with Maharashtra State Electricity Distribution Company Limited (MSEDCL) at a tariff of ₹ 2.90/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.

Q. Avaada BankaBihar Private Ltd - 2.8 MWp floating solar project in Bihar

- Avaada BankaBihar Private Limited (ABBPL) has been incorporated as a private limited company under the Companies Act, 2013 on November 28, 2019. The registered office of ASRJPPPL is C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- ABBPL is implementing 2.8 MWp grid-connected floating solar photovoltaic power plants in Bihar. The Power Purchase Agreement has been signed with state utilities of Bihar at a tariff of ₹ 4.15/kwh for a period of 25 years for the entire capacity. The solar plant shall be based on crystalline PV solar technology.



R. Avaada HNAdampur Private Ltd & Avaada HNSirsa Private Limited - 65 MWp Group Captive in Haryana

- Avaada HNAdampur Private Limited (AHNAPL) and Avaada HNSirsa Private Limited (AHNSPL) have been incorporated as a private limited company under the Companies Act, 2013, on 27th November, 2019 and 03rd December, 2019 respectively. The registered office of AHNAPL and AHNSPL is in C-11, Sector-65, Noida, Gautam Buddha Nagar, Uttar Pradesh, India - 201301.
- AHNAPL and AHNSPL are planning to set up 65 MWp grid connected solar photovoltaic power plants in Sirsa and Adampur in the state of Haryana. The Power Purchase Agreement shall be signed with Corporate and Industrial Customers at a levelised tariff of ₹ 3.70/kwh for a period of 25 years. The solar plant shall be based on crystalline PV solar technology.

S. Avaada MHKhamgaon Private Ltd & Avaada MHBuldhana Private Ltd – 130 MWp Group Captive in Maharashtra

- Avaada MHKhamgaon Private Limited (“AMKPL”) and Avaada MHBuldhana Private Limited (“AMBPL”) have been incorporated as a private limited company under the Companies Act, 2013 on 11th December, 2019 and 27th November, 2019 respectively. The registered office of AMKPL and AMBPL is at C-11, Sector-65, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.
- AMKPL and AMBPL are planning to set up 130 MWp grid connected solar photovoltaic power plants in Khamgaon in the state of Maharashtra. The Power Purchase Agreement shall be signed with Corporate and Industrial Customers at a levelised tariff of ₹ 3.70/kwh for a period of 25 years. The solar plant shall be based on crystalline PV solar technology.

T. Avaada SataraMH Private Ltd - 97 MW Group Captive Solar Project in Maharashtra

- Avaada SataraMH Private Limited (“ASMPL”) has been incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated 02nd December, 2019. The registered office of ASMPL is C-11, Sector-65, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh, India
- ASMPL is planning to set up 97 MWp grid connected solar photovoltaic power plants in Satara in the state of Maharashtra. The Power Purchase Agreement has been signed with Corporate and Industrial Customers at a levelised tariff of ₹ 3.70/kwh and 3.77/kwh for a period of 25 years. The solar plant shall be based on crystalline PV solar technology.

U. Brief Overview of Projects which will be developed

In addition to awarded projects in hand, the Company shall engage in discussions with corporate and industrial customers for setting up solar projects to meet their power requirements. The Company would also participate in tenders invited by distribution utilities for setting up grid connected ground mounted solar projects, floating solar and roof-top projects.



3. INFORMATION SOURCES AND PROCEDURES

Reliance has been placed on the information provided by the management of Company during discussions and unaudited financial statements of the Company as on 30th June, 2020 and Consolidated Financial Projection of the Company from financial year ending from 01st April, 2020 till 31st March, 2052, provided while computing the value per equity share.

Key Documents received from the Management

- * Unaudited Consolidated Financial Statements of the Company for the period ended 30th June, 2020.
- * Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020.
- * Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2020.
- * Consolidated Financial Projection of the Company for the life of the Projects starting from 01st April, 2020 till 31st March, 2052.
- * Statements of Mutual funds of the Company as on 30th June, 2020.
- * Other relevant details such as history of the Company, its shareholding pattern, future plans & prospects, other relevant information and data.
- * I have also received the necessary explanations and information, which I believe were relevant to the present valuation exercise from the executives and management of the Company.

The Management has represented that the business activities of the company have been carried out in the normal and ordinary course between 30th June, 2020 and the report date and that no material adverse change has occurred in the operations and financial position between 30th June, 2020 and the report date.

It may be relevant to indicate here that scope of my assignment did not include any corroborative work on the above stated information and their underlying assumptions, as provided by the management of the Company.

The Company have been provided with the opportunity to review the draft report as part of the standard practice to make sure that factual inaccuracies/omissions are avoided in the final report.

Work Performed

In general, the principal procedures in formulating my recommendation of valuation of equity share of Company included, but were not limited to, the following steps:

- * Reviewed Financial Statements
- * Discussions with Company's management for understanding of the company, historical operations and potential, to obtain requisite explanation and clarifications on data provided;
- * Such other analyses, reviews and queries, as I considered necessary.



4. FINANCIAL INFORMATION

The summarized financial information of the company on a consolidated basis, is presented in the table below:

(INR in Crores)

Particulars	30 th June, 2020	31 st March 2020	31 st March 2019
Total income	143.25	418.85	610.30
Total Expenses	144.47	413.79	589.69
Profit/(loss) after tax	(1.22)	5.06	20.61
Total comprehensive income/(loss) for the year	(1.44)	(22.83)	14.70
Non Current Assets			
Property, Plant and Equipment	3,315.45	3,335.66	1,976.04
Capital Work-in-Progress	361.36	332.86	187.53
Goodwill	25.66	25.66	23.55
Intangible Assets	13.23	13.38	13.96
Right of use Assets	88.65	89.78	
Investments	0.00	0.00	54.04
Financial Assets			
- Loans	-	-	5.70
- Other financial assets	23.80	23.68	36.45
Deferred Tax Assets (net)	22.46	22.46	24.17
Income Tax Assets (net)	14.81	24.68	16.93
Other Non-Current Assets	261.59	83.08	21.39
Current Assets			
Inventories	7.03	5.40	30.45
Financial Assets			
- Investments	15.84	83.47	24.36
- Trade Receivables	34.62	12.04	21.09
- Cash and Cash Equivalents	328.67	355.07	27.69
- Other Bank Balances	136.89	200.72	107.23
- Loans	2.55	0.17	232.59
- Other Financial Assets	97.84	148.89	36.68
Other Current Assets	193.04	106.29	104.74
Total Assets	4,943.49	4,863.29	2,944.59
Non current liabilities			
Financial liabilities			
- Borrowings	3,632.74	3,289.82	1,950.16
- Other financial liabilities	103.82	101.36	0.67
Deferred tax liabilities	21.67	21.67	1.96
Provisions	5.10	5.10	4.00
Current liabilities			
Financial liabilities			
- Borrowings	59.47	324.86	37.37
- Trade payables	244.68	255.76	111.33
- Other financial liabilities	139.98	125.49	66.67
Other current liabilities	1.17	2.97	3.24
Provisions	1.00	1.00	0.90
Income tax liabilities (net)	2.04	1.99	0.02
Total Liabilities	4,211.67	4,130.02	2,176.32
Net Worth	731.82	733.27	768.27
Represented by:			
Equity share capital	713.01	713.01	662.00
Other equity	4.94	6.44	56.53
Non-controlling interests	13.87	13.82	49.74
Net Worth	731.82	733.27	768.27



5. MANAGEMENT BUSINESS PLAN

AEPL is acting in following 3 capacities:

- EPC contractor for in-house projects being developed by Avaada Group
- Holding company for SPVs/Subsidiaries developing renewable energy projects
- AEPL owns solar power generating assets in Maharashtra

The Plants are projected to have a life of 30 years, in line with technical life of the solar panels.

Revenue and Profitability projections:

Management has provided consolidated projections for the company and SPVs/Subsidiaries for the life of the Projects starting from 31st March, 2021 till 31st March, 2052 ("Projection Period"). I have primarily relied on the assumptions as provided by the Management:

Revenue: Management has projected revenues on the following assumptions:

- **Capacity utilization factor (CUF):** the Management has assumed that the projects are expected to operate at following normative Gross CUF (net of auxiliary consumption) which is decreasing at the rate of 0.50% per annum:

S.No.	Name of the Company	CUF
1	Avaada Energy Private Limited	18.50%
2	Fermi Solar Farms Private Limited	18.50%
3	Avaada Sustainable Energy Private Limited	19.00%
4	Avaada Non-Conventional Energy Private Limited	19.00%
5	Solarsys Non-Conventional Energy Private Limited	19.00%
6	Avaada Solar Energy Private Limited	19.21%
7	Clean Sustainable Energy Private Limited	19.95%
8	Avaada Clean Energy Private Limited	17.17%
9	Avaada Solarise Energy Private Limited	19.21%
10	Avaada Non-Conventional UPProject Pvt Ltd	17.80%
11	Avaada Sunrise Energy Private Limited	19.00%
12	Avaada Sunbeam Energy Private Ltd	17.80%
13	Avaada Sunce Energy Private Ltd	19.42%
14	Avaada Sustainable RJ Project Private Limited	19.42%
15	Avaada RJHN Private Limited	19.42%
16	Avaada Sunrays Energy Private Limited	19.42%
17	Avaada MHSustainable Private Limited	18.00%
18	Avaada BankaBihar Private Ltd	16.80%
19	Avaada HNAdampur Private Ltd & Avaada HNSirsa Private Limited	17.90%
20	Avaada MHKhamgaon Private Ltd & Avaada MHBuldhana Private Ltd	17.65%
21	Avaada SataraMH Private Ltd	18.50%



- **Tariff :** The Management has projected the tariff for power sale based on the long term PPA agreements executed / to be executed which are as follows:

S.No.	Name of the Company	Tariff rates
1	Avaada Energy Private Limited	₹ 4.43/KWh
2	Fermi Solar Farms Private Limited	₹ 4.43/KWh
3	Avaada Sustainable Energy Private Limited	₹ 4.50/KWh
4	Avaada Non-Conventional Energy Private Limited	₹ 4.50/KWh
5	Solarsys Non-Conventional Energy Private Limited	₹ 4.50/KWh
6	Avaada Solar Energy Private Limited	₹ 2.92/KWh
7	Clean Sustainable Energy Private Limited	₹ 2.62/KWh
8	Avaada Clean Energy Private Limited	₹ 4.18/KWh
9	Avaada Solarise Energy Private Limited	₹ 2.92/KWh
10	Avaada Non-Conventional UPProject Pvt Ltd	₹ 3.07/KWh
11	Avaada Sunrise Energy Private Limited	₹ 2.44/KWh
12	Avaada Sunbeam Energy Private Ltd	₹ 3.73/KWh
13	Avaada Sunce Energy Private Ltd	₹ 2.75/KWh
14	Avaada Sustainable RJ Project Private Limited	₹ 2.71/KWh
15	Avaada RJHN Private Limited	₹ 2.73/KWh
16	Avaada Sunrays Energy Private Limited	₹ 2.56/KWh
17	Avaada MHSustainable Private Limited	₹ 2.90/KWh
18	Avaada BankaBihar Private Ltd	₹ 4.15/KWh
19	Avaada HNAmpur Private Ltd & Avaada HNSirsa Private Limited	₹ 3.70/KWh
20	Avaada MHKhamgaon Private Ltd & Avaada MHBuldhana Private Ltd	₹ 3.70/KWh
21	Avaada SataraMH Private Ltd	₹ 3.70/KWh and ₹ 3.77/KWh

- Moreover, the Management informed that since it is contemplating to sell 100% of the power produced under long term PPA, therefore its tariffs are projected in line with the tariffs of long term PPAs which it has entered into or are being entered into. After the term of the agreements, the power generated from the project would be sold either at power exchange/customers at merchant tariff or to distribution companies at average power purchase cost applicable at that time, which has been assumed at ₹ 3.50/KWh.

Cost of production:

- **Operations and Maintenance expenses (O&M expense):** I understand that an escalation of 5% per annum is projected by the management over the projection period for O&M expenses.
- **Operation EBITDA:** Based on the projections provided by the management, the EBITDA margins are projected to decline from 93.28% in financial year ("FY") 21 to 70.12% in FY 52. This decline is primarily on account of increase in O&M expenses, which as a percentage of revenue increased from 6.69% in FY 21 to 29.88% in FY 52.
- **Capital Expenditure ("Capex"):** The Management has projected a Capex of ₹ 3,743.99 Crores in FY 21 and 4,386.91 Crores in FY 22 primarily pertaining towards the cost of projects.
- **Net Working Capital:** Based on the projections provided by the Management, the Net Working Capital primarily reflects the receivables, advances for O&M expenses and working capital debt for power plants. The Management has assumed 1 to 3 Months receivables, 1 Month of advances for O&M expenses and working capital debt to meet the working capital requirement for power plant as part of net working capital to operate the plant.



6. METHODOLOGY AND APPROACH

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies/approaches that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for that purpose.

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond my control. In performing the valuation, I made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the company. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies/businesses, and other factors which generally influence the valuation of companies and their assets.

It may be noticed that Institute of Chartered Accountant of India (ICAI) on 10th June, 2018 has issued the ICAI valuation Standards ("IVS") effective for all valuation reports issued on or after 01st July, 2018. The IVS shall be mandatory for the valuation done under Companies Act, 2013, and recommendatory for valuation carried out under other statutes/requirements. I have given due cognizance to the same in carrying out the valuation exercise.

Following three main approaches are used for valuation of business/business ownership interest:

- Asset approach
- Market approach
- Income approach

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. The choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transaction of a similar nature and reasonable judgment, in an independent and bona fide manner based on previous experience of assignments of a similar nature.

Net Asset Value (NAV) Approach

It is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost). IVS 301 on Business Valuation and IVS 103 on Valuation approaches and methods specify that common methodologies for the Cost approach are the Replacement Cost Method and the Reproduction cost Method. These methods involve determining the value of the asset based on the cost that would have be incurred to recreate/replicate the asset with substantially the same utility as that of asset under valuation.

This approach involves determining the value per share based on the assets and liabilities of a company.



This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the “going concern” criteria or in case where the asset base exceed earning capability. Accordingly, NAV approach has not been considered for valuing the Equity shares of the company.

Market Approach

This indicates the value of the shares based on a comparison of the business to comparable publicly traded companies as well as prior business transactions in the industry. As informed by the management of the Company, there is no directly comparable companies which can be benchmarked with the operations of the Company, hence this approach has not been considered in this valuation.

Income Approach

Income approach is valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalized) amount. The value measurement is determined on the basis of the value indicated by current market expectations about those future amounts. In this case, the discounted value of projected free cash flows to the firm has been considered.

Discounted Cash Flow Approach

Discounted Cash Flow Approach indicates the Fair Market Value of the business based on the value of the cash flows that the business can be projected to generate in the future. This method involves the estimation of post-tax cash flows for the projection period, after consideration of the business’s requirement of reinvestment in terms of capital expenditure and incremental working capital. These cash flows are then discounted at a cost of capital that reflects the risks of the business and the capital structure.

Discounted Cash Flow Approach (DCF) uses the future free cash flows of the company discounted by the firm's weighted average cost of capital (the average cost of all the capital used in the business, including debt and equity), plus a risk factor measured by beta, to arrive at the present value.

Beta is an adjustment that uses historic stock market data to measure the sensitivity of the company's cash flow to market indices, for example, through business cycles.

The DCF approach is a strong valuation tool, as it concentrates on cash generation potential of a business. This valuation approach is based on the capability of a company to generate cash flows in the future. The free cash flows are projected for a certain number of years and then discounted at a discount rate that reflects a company’s cost of capital and the risk associated with the cash flows it generates.

In free cash flow to equity approach, I estimate cash flows to equity investors in the firm and discount these cash flows at the cost equity arrive at the value of equity.

“Free cash flow to equity = Net Income – (capital expenditure – depreciation) – Change in working capital – principal payments on debts + New debt issues”

The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated by taking into account expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.



The DCF approach is comprised of four key steps:

- Estimating future cash flows for a certain discrete forecast period;
- Discounting these cash flows to present value at a rate of return that considers the relative risk of achieving the cash flows and the time value of money;
- Estimating the residual value of cash flows subsequent to the discrete forecast period; and
- Combining the value of the residual cash flows with the discrete forecast period cash flow to indicate market value.

The discount factor considered for arriving at the present value of the free cash-flows to equity of the company is the Cost of Equity ("CoE"). The CoE is computed using the Capital Asset Pricing Model ("CAPM").

COST OF EQUITY:

The cost of equity capital is estimated using the Capital Asset Pricing Model ("CAPM"), which assumes the cost of equity is equal to the return on risk-free securities plus the Equity market risk premium ("EMRP") adjusted for the company's systematic risk (Beta), plus additional premiums for the company's risk. The general formula for the cost of equity is:

$$Re = Rf + \text{Beta} * (Rm - Rf) + \text{Additional Risk Premium}$$

Rf = Risk-free rate of return

Beta = Systematic risk for the company's equity

$Rm - Rf$ = EMRP

The major parameters to derive the Cost of Capital as under:

a.	Risk-Free Rate	6.30%	Zero Coupon Yield for 10 years as on 30 th June, 2020. (Source: www.ccilindia.com)
b.	Market rate of return	12.80%	Cumulative average return on the Total Return Index - Sensex since 02 nd January, 1991 till 30 th June, 2020.
c.	Beta Factor	1	As informed by the management there are no comparable companies in the field at present, since I am doing valuation of an unlisted company considering these factor, I have considered a beta of 1 for valuation.
d.	Additional Risk Premium	4%	It considers factors such as size, geographic scope, perceived risk of achieving projections, and other company-specific factors. It may be a positive or negative adjustment. Additional risk premium of 4.0 percent has been assumed to capture the risks described above.

Based on the aforesaid, the estimated COE - 16.80%.



This valuation is subject to specific representations and assumptions which may considered necessary and appropriate.

- The Company continues to operate as going concern and have sufficient liquidity and capability to achieve the financial forecasts.
- Information provided by Management up to the date of this report fairly reflects the financial and operating position of the Company.
- There will be no material changes, after the date of this report, in the relevant corporate tax rates, interest rates and exchange rates which would impact the Company.
- There are no non-operating assets that requires separate valuation.
- The other specific assumptions outlined in the ensuing sections of this report hold true.
- I have been provided with projected financial information for the company, by the Management and have adopted the DCF approach under the Income Approach, for carrying out the valuation of the equity shares. For the purpose of DCF valuation, the free cash flow forecasts are based on Financial Projections as provided by the Management. While carrying out this engagement, I have relied extensively on historical information made available to me by the Management and the Financial Projections for future cash flows. I did not carry out any validation procedure or due diligence with respect to the information provided / extracted or carry out any verification of the assets or comment on the achievability of the assumptions underlying the Financial Projections, save for satisfying ourselves to the extent possible that they are consistent with other information provided to me in the course of this engagement.

Terminal value

- As informed by the Management that life of the plant is 30 years and I have considered the FCFE of the full period of 30 years for the purpose of valuation of shares.
- Based on discussions with the management, I understand that 100% of the net working capital and net fixed assets (after setting off the cost to be incurred for safe disposal of modules and restoration of project site which is assumed to be equivalent to the WDV of the Plant & Equipment lying on that date) are recoverable at the end of the projection period i.e. FY 52. Accordingly, I have considered the present value of recoverable net working capital and net fixed assets (after setting off the cost to be incurred for safe disposal of modules and restoration of project site which is assumed to be equivalent to the WDV of the Plant & Equipment lying on that date) as residual value for the valuation. Based on this, the residual value of net working capital and net fixed assets is ₹ 30.38 Crores and ₹ 350.57 Crores respectively.

Contingent Liabilities

- The Management has represented that there is nil probability of contingent liabilities materializing.



Non-operating Assets and Liabilities

As per the Unaudited consolidated financial statements as at the valuation date as provided by the management, the Company has:

- Cash and Cash Equivalents of ₹ 328.67 Crores
- Other bank balances of ₹ 136.89 Crores
- Loan to other parties of ₹ 2.55 Crores
- Investment in Welspun Sattanathapuram Nagapattinam Road Private Limited ("WSNRPL") of ₹ 0.00 Crores (₹ 30,000)
- Current Investments in Mutual funds of ₹ 14.77 Crores
- Compulsorily convertible debentures of ₹ 809.65 Crores (refer Note-1 below)

Note-1: During the year 44,96,52,800 Compulsorily convertible debentures 'CCDs' of the face value of ₹ 10 each were issued on April 8, 2019 and November 15, 2019 to Asian Development Bank and Societe De Promotion Et De Participation pour La Cooperation Economique ("PROPARCO") respectively. During the year 2018-2019, 35,99,99,800 Compulsorily convertible debentures 'CCDs' of the face value of ₹ 10 each issued on February 8, 2019 to DEG- Deutsche Investitions Und Entwicklungsgesellschaft MBH and Nederlandse Financierings - Maatschappij Voor Ontwikkelingslanden N.V. CCDs are convertible to equity share 120 days from valuation reference date i.e March 31, 2022. CCDs shall earn interest at the rate of 5% per annum on full value of CCDs for the period commencing on subscription date to valuation reference date or optional conversion date whichever is earlier. Interest shall be of cumulative basis. Conversion of CCDs shall be as per conversion formula agreed in the Subscription Agreement executed for the purpose of subscription to the said CCDs. Since the conversion ratio has not been decided upfront, hence it has not been taken in equity value.

The detailed consolidated cash flow estimates of the Company and free cash flow so arrived is furnished in Appendix. The valuation of Equity shares of the Company as per Discounted Cash Flow Approach is as under:

Particulars	₹ in crores except per share data
Total PV of Free Cash Flows	1,053.12
WACC	16.80%
Terminal Growth	0%
Terminal Value	380.95
Present Value of terminal value	2.98
ENTERPRISE VALUE	1,056.10
Add: Value of investment in WSNRPL	0.00
Less: Debt and Debt like items	(809.65)
Less: Non-controlling Interest	(13.39)
Add: Current Investment	14.77
Add: Cash and bank Balances and other surplus assets	468.11
Equity Value	715.94
Number of Equity Shares	71,30,10,400
Value per share	10/- rounded off

Summary:

On the basis of assumption, methodology of valuation and belief that there are no onerous restriction, covenants as unusual outgoing which I have knowledge of, I am of opinion that the fair value of an equity share of the Company, of face value of ₹ 10/- each as on 30th June, 2020, works out at ₹ 10/- rounded off per equity share.

7. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- * This Report has been prepared for the management of the Company, for the purpose indicated and accordingly the report should not be relied upon for any other purpose or by any other party. I shall not accept any responsibility or liability to any third party to whom this Report may be shown or whose hands it may come. I shall not be called upon to prove or defend this valuation in any forum within the scope of the present engagement.



- * I have based my assessment on information provided by the Company and supplemented by limited industry and financial analysis. While I have endeavored to access and review relevant information in the public domain, I am unable to make any representations or give any assurances for the same. Accordingly, while this work has involved an analysis of financial information, this engagement does not include an audit of the existing business records. Further, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the Management.
- * I am independent of the shareholders, directors and management of the company and do not have any financial association with the shareholders, directors and management of the company other than receipt of fees in connection with the professional services provided.
- * Provision of valuation recommendations and considerations of the issues described herein are areas of my regular corporate advisory practice. The services do not represent accounting, assurance, financial due diligence review, consulting, transfer pricing or domestic/international tax-related services that may otherwise be provided.
- * The report is based on the financial projections provided to me by the management of the company and thus the responsibility for forecasts and the assumptions on which they are based is solely that of the Management of the Company and I do not provide any confirmation or assurance on the achievability of these projections. It must be emphasized that profit forecasts necessarily depend upon subjective judgement.
- * The valuation worksheets prepared for the exercise are proprietary to Valuer and cannot be shared. Any clarifications on the workings will be provided on request, prior to finalizing the Report, as per the terms of my engagement.
- * The scope of this work has been limited both in terms of the areas of the business and operations which I have reviewed and the extent to which I have reviewed them.
- * The valuation is confidential and has been prepared exclusively for the company. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without my prior written consent. Such consent will only be given after full consideration of the circumstances at the time.
- * I acknowledge that I have no present or contemplated financial interest in the Company. My fees for this valuation are based upon normal billing rates, and not contingent upon the results or the value of the company or in any other manner. I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.
- * I owe responsibility to only the Boards of Directors of the Company who have appointed me under the terms of my engagement letter and nobody else. I will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Company. In no event shall I be liable for any loss, damage, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Company, their directors, employees or agents. In no circumstances shall the liability of the Valuer or its employees, relating to the services provided in connection with the engagement set out in this report exceed the amount paid to such valuer in respect of the fees charged by it for these services.



- * I have relied upon the representations contained in the public and other documents in my possession concerning the value and useful condition of all investments in securities or partnership interests, and any other assets or liabilities except as specifically stated to the contrary in this report.
- * I have, used conceptually sound and generally accepted methods, principles and procedures of valuation in determining the value estimate included in this report. The valuer, by reason of performing this valuation and preparing this report, is not to be required to give expert testimony nor to be in attendance in court or at any government hearing with reference to the matters contained herein, unless prior arrangements have been made with the valuer regarding such additional engagement.
- * In the course of the valuation, I was provided with both written and verbal information, including market, financial and operating data. In accordance with the terms of my engagement, I have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and was considered as part of my valuation for this report and (ii) the accuracy of information made available to me by the company. In accordance with my work order and in accordance with customary approach adopted in valuation exercise, I have not audited, reviewed or otherwise investigated the historical financial information provided to me. I have not independently investigated or otherwise verified the data provided by the company. Accordingly, I do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statement. Also, with respect to explanations and information sought from the company, I have been given to understand by the Management of the company that they have not omitted any relevant and material factors about the specified business.
- * The figures presented in the body of report may have been calculated using electronic spreadsheets which calculate figures up to a precision of several decimal points. While rounded figures are carried to the body of the report at each stage, the higher precision unrounded numbers continue to be used in the computations. Any difference in figures observed on manual calculation of figures within the body of the report could be attributable to such rounding off.
- * As you may be aware, valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.
- * I have also assumed that the company will be operated prudently and that there are no unforeseen adverse changes in the economic conditions affecting the business, the market, or the industry. This report presumes that the management of the Company will maintain the character and integrity of the Company through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities of the Company.
- * I have been informed by management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the business, except as may be disclosed elsewhere in this report. I have assumed that no costs or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.



- * Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, I independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
- * The company and its representatives warranted to me that the information supplied to me was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to me has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the financial information provided to me and, accordingly, I express no audit opinion or any other form of assurance on this information.
- * Financial information of the subject company is included solely to assist in the development of a valuation conclusion presented in this report and should not be used to obtain credit or for other purpose. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. I have not audited, reviewed or compiled this information and express no assurance on it.
- * I do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.
- * Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without written consent. This report and the conclusion of value arrived at herein are for the exclusive use of client for the sole and specific purposes as noted herein.
- * The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents the considered opinion, based on information furnished to them by the client and other sources. I do not express any opinion on the suitability or otherwise of entering into any transaction with the Company.
- * Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of valuer, or the firm or any reference to any of their professional designations) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal, or any other means of communication without the prior written consent and approval.
- * This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and I have no obligation to update my report for such events and conditions.
- * My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.



- * I am not an environmental consultant or auditor, and takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, are encouraged to obtain a professional environmental assessment. I do not conduct or provide environmental assessments and has not performed one for the subject property.
- * I have not determined independently whether the client is subject to any present or future liability relating to environmental matters nor the scope of any such liabilities. This valuation takes no such liabilities into account, except as they have been reported to me by the client or by an environmental consultant working for the client.
- * No change of any item in this valuation report shall be made by anyone other than me, and I will have no responsibility for any such unauthorized change.
- * It is assumed that there is full compliance with all applicable central, state, and local environmental regulations and laws unless noncompliance is stated, defined, and considered in the report.
- * I have conducted interviews with the current management of the client concerning the past, present, and prospective operating results of the company. Except as noted, I have relied on the representations of the owners, management, and other third parties concerning the value and useful condition of all equipment, real estate, investments used in the business, and any other assets or liabilities, except as specifically stated to the contrary in this report.
- * I have made no investigation of title to property, and assume that the owner's claim to the property is valid. I have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances or that the entity has good title to all assets.
- * This Report is issued on the understanding that the Management has drawn my attention to all matters of which they are aware, which may have an impact on this Report up to the date of the signature. I have no responsibility to update this Report for events and circumstances occurring after the date of this Report.
- * The actual transaction value achieved may be higher or lower than my valuation depending upon the circumstances, if any, of the transaction. The knowledge, negotiability and motivations of the parties involved will also affect actual price achieved. Accordingly, this valuation will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree.

I would like to record my appreciation for the courtesy and co-operation received during the course of my work and look forward to continuing my professional association.

Yours faithfully,

BHAVNA GARG

ICAI Membership No. 524347

IBBI Registration No. IBBI/RV/05/2019/10677

ICMAI RVO Membership No. ICMAI RVO/S&FA/00029

UDIN: 20524347AAAART2038

New Delhi; 19th September, 2020



Appendix: Discounted Free Cash Flow Statement (INR in crores)

PARTICULARS	01st July 2020 to 31st March 2021		2022E		2023E		2024E		2025E		2026E		2027E		2028E		2029E		2030E		2031E		2032E		
	0.75	1.00	1.25	1.00	2.25	1.00	3.25	1.00	4.25	1.00	5.25	1.00	6.25	1.00	7.25	1.00	8.25	1.00	9.25	1.00	10.25	1.00	11.25	1.00	
Revenue	516.76	1,413.35	1,828.93	1,819.79	1,810.69	1,801.64	1,792.63	1,783.66	1,774.75	1,765.87	1,757.04	1,748.26													
PAT	139.04	347.27	365.30	358.94	366.08	384.91	398.05	419.81	448.51	482.31	504.31	506.31													
Annual Growth		174%	29%	-1%	0%	0%	0%	-1%	0%	-1%	-1%	0%													
Margin	27%	149.76%	5.19%	-1.74%	1.99%	5.14%	3.41%	5.47%	6.84%	7.53%	4.56%	0.40%													
Add: Depreciation and Amortisation Expenses	119.97	335.46	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71													
Less: Capital Expenditure	-4,066.58	-4,064.32				-0.00																			
Add: Increase/(decrease) in debt	2,447.57	3,235.98	-236.89	-270.54	-306.12	-337.15	-408.49	-516.42	-570.64	-646.51	-659.09	-646.82													
Add: Safeguard Duty	37.32																								
Add: (Increase)/Decrease in working capital	273.09	-36.96	0.77	0.88	0.88	0.90	0.94	0.94	0.96	1.00	1.01	1.04													
Free Cash Flows	-1,049.59	-182.58	565.89	525.99	497.55	485.37	427.20	341.04	315.55	273.51	282.94	297.23													
Discount Factors	0.94344	0.82359	0.70515	0.60375	0.51692	0.44259	0.37894	0.32444	0.27779	0.23784	0.20363	0.17435													
Discounted Free Cash Flows	-990.23	-150.37	399.04	317.57	257.20	214.82	161.88	110.65	87.65	65.05	57.62	51.82													



Appendix: Discounted Free Cash Flow Statement (INR
in crores)

PARTICULARS	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00								
Projection Year	12.25	13.25	14.25	15.25	16.25	17.25	18.25	19.25	20.25	21.25	22.25	23.25	2033E	2034E	2035E	2036E	2037E	2038E	2039E	2040E	2041E	2042E	2043E	2044E		
Mid Year Convention																										
Year Ending March, 31																										
Revenue	1,739.52	1,699.63	1,691.14	1,678.48	1,665.92	1,657.59	1,649.30	1,641.05	1,632.85	1,624.69	1,616.56	1,609.45														
PAT	0%	-2%	-1%	-1%	-1%	-1%	0%	0%	0%	-1%	-1%	0%														
509.49	453.30	417.59	410.70	417.31	417.31	428.00	435.40	439.40	439.66	421.87	395.70	426.52														
Annual Growth	0.63%	-11.03%	-7.88%	-1.65%	1.61%	2.56%	1.73%	0.92%	0.06%	-4.05%	-6.20%	7.79%														
Margin	29%	27%	25%	24%	25%	26%	26%	27%	27%	26%	24%	27%														
Add: Depreciation and Amortisation Expenses	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71	436.71														
Less: Capital Expenditure																										
Add: Increase/(decrease) in debt	-618.51	-600.93	-548.97	-440.48	-444.95	-438.79	-396.24	-363.53	-246.36	-0.00	-0.00	-0.00														
Add: Safeguard Duty																										
Add: (Increase)/Decrease in working capital	1.08	2.39	1.11	1.25	1.26	1.21	1.27	1.29	1.33	1.39	1.41	1.37														
Free Cash Flows	328.77	291.47	306.44	408.18	410.34	427.13	477.14	513.86	631.34	859.97	833.83	807.35														
Discount Factors	0.14928	0.12781	0.10943	0.09369	0.08022	0.06868	0.05881	0.05035	0.04311	0.03691	0.03160	0.02706														
Discounted Free Cash Flows	49.08	37.25	33.53	38.24	32.92	29.34	28.06	25.87	27.22	31.74	26.35	21.84														



Appendix: Discounted Free Cash Flow Statement (INR
in crores)

PARTICULARS	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Projection Year	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Mid Year Convention	24.25	25.25	26.25	27.25	28.25	29.25	30.25	31.25	31.25	31.25	31.25
Year Ending March, 31	2045E	2046E	2047E	2048E	2049E	2050E	2051E	2052E	2052E	2052E	2052E
Revenue	1,621.96	1,658.38	1,822.05	1,910.45	1,795.49	1,569.30	1,415.76	805.06			
	1%	2%	10%	5%	-6%	-13%	-10%	-43%			
PAT	455.68	518.91	797.35	945.88	850.84	703.89	603.56	254.28			
Annual Growth	6.84%	13.88%	53.66%	18.63%	-10.05%	-17.27%	-14.25%	-57.87%			
Margin	28%	31%	44%	50%	47%	45%	43%	32%			
Add: Depreciation and Amortisation Expenses	336.91	277.04	101.39	0.00	0.00	0.00	0.00	0.00			
Less: Capital Expenditure	-	-	-	-	-	-	-	-			
Add: Increase/(decrease) in debt	-0.00	-	-	-	-	-0.00	0.00	-0.00			
Add: Safeguard Duty	-	-	-	-	-	-	-	-			
Add: (Increase)/Decrease in working capital	0.28	0.15	-5.86	-2.04	2.61	9.65	6.25	20.15			
Free Cash Flows	792.87	796.10	892.88	943.84	853.45	713.53	609.81	274.43			
Discount Factors	0.02317	0.01983	0.01698	0.01454	0.01245	0.01066	0.00913	0.00781			
Discounted Free Cash Flows	18.37	15.79	15.16	13.72	10.62	7.61	5.57	2.14			

